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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Chapter 11
)
CIRCUIT CITY STORES, INC., et al.¹) Case No. 08-35653 (KRH)
)
Debtors.) Jointly Administered

**ORDER APPROVING SECOND INTERIM FEE APPLICATION OF
KIRKLAND & ELLIS LLP FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR SERVICES RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION FOR THE PERIOD FROM
FEBRUARY 1, 2009 THROUGH APRIL 30, 2009**

Upon the second interim fee application (the “Second Interim Fee Application”)² of Kirkland & Ellis LLP (“K&E”) for compensation and reimbursement of expenses for services rendered as special counsel for the debtors in the above-captioned Chapter 11 Cases (collectively,

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc.(6796), Sky Venture Corp. (0311), Prahs, Inc.(n/a), XSTuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Second Interim Fee Application.

the “Debtors”) for the period from February 1, 2009 through April 30, 2009 (the “Second Interim Fee Period”); it appearing that the relief requested in the Second Interim Fee Application is in the best interest of the Debtors’ estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Second Interim Fee Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Second Interim Fee Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; proper notice of the Second Interim Fee Application having been provided to all necessary and appropriate parties, including pursuant to the Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures [Docket No. 130], the Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation [Docket No. 830] (the “Interim Compensation Order”) and no further notice being necessary; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED**:

1. The Second Interim Fee Application is granted in its entirety on an interim basis.
2. The Court allows on an interim basis an administrative expense claim for K&E in the amount of \$60,952.00 for professional services rendered and \$1,572.39 for actual and necessary expenses incurred during the Second Interim Fee Period.
3. The Debtors are authorized and directed to pay on an interim basis the outstanding amounts related to the amounts set forth in paragraph 2 hereof representing one hundred percent (100%) of the unpaid fees and one hundred percent (100%) of actual and necessary expenses for the Second Interim Fee Period, including the fifteen percent (15%) of fees previously held back pursuant to the Interim Compensation Order.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Second Interim Fee Application.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

_____, 2009

United States Bankruptcy Judge

WE ASK FOR THIS:

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/s/ Douglas M. Foley.
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Counsel to the Debtors and Debtors in
Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley